

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:) **Chapter 11**
)
FABER BROTHERS, INC.,) **Case. No. 06 B 07852**
)
Debtor.) **Hon. Jack B. Schmetterer**

Agreed
**SECOND AMENDMENT TO AGREED ORDER AUTHORIZING DEBTOR TO: (A)
USE CASH COLLATERAL ON AN EMERGENCY BASIS; AND (B) GRANT
ADEQUATE PROTECTION AND PROVIDE SECURITY AND OTHER RELIEF TO
WELLS FARGO FOOTHILL, INC.**

This matter having come before this Court on the motion ("Motion") of Faber Brothers, Inc. ("Debtor"), requesting that this Court enter an order authorizing Debtor to use cash collateral on an emergency and final basis, and grant adequate protection and provide security and other relief to Wells Fargo Foothill, Inc. ("Lender") in connection therewith; the Court, on July 20, 2006, having entered an Agreed Order Authorizing Debtor To: (A) Use Cash Collateral On An Emergency Basis; and (B) Grant Adequate Protection And Provide Security And Other Relief To Lender ("Emergency Cash Collateral Order") and having set August 21, 2006 for the continued Final Hearing on the Motion pursuant to that certain first amendment to the Emergency Cash Collateral Order entered on August 7, 2006; notice of the Final Hearing being sufficient and given to those parties required under the Emergency Cash Collateral Order pursuant to that certain Notice and Certificate of Service filed by the Debtor on July 20, 2006, as docket no. 20; the Debtor, Lender and the Committee having agreed to continue the Final Hearing and amend the Emergency Cash Collateral Order as herein provided; and unless otherwise indicated, all capitalized terms used herein having the meanings ascribed thereto in the Emergency Cash Collateral Order and by this reference being made a part hereof.

Having considered the Motion and the record in this Case, **IT IS HEREBY**

ORDERED THAT:

1. The date "August 21, 2006" in Definition 26 (Termination Date) in Exhibit A of the Emergency Cash Collateral Order is hereby replaced with the date "September 1, 2006."

2. The Budget shall be deemed replaced by the budget attached hereto as Exhibit A.

3. The Budget shall be further deemed to include any expenses incurred by the Debtor pursuant to and in accordance with the Faber Brothers, Inc. Sales Commission Program dated August 10, 2006, as amended from time to time with Lender's consent. Furthermore, any such expenses shall constitute Unpaid Budgeted Expenses even if not payable by Debtor until after the Termination Date, provided, that, such expenses otherwise satisfy the definition of Unpaid Budgeted Expenses.

4. Paragraph 3 (Carveout Terms) of the Emergency Cash Collateral Order shall be amended by replacing the amount of "\$25,000" in subsection (i) thereof with the amount of "\$40,000."


5. The Final Hearing shall occur on September 1, 2006 at 1:30 P.M. and may be continued from time to time without further notice other than that given in open court. Only presently filed objections to the proposed Final Hearing Order shall be deemed reserved and continued to the adjourned Final Hearing.

6. Debtor acknowledges and agrees, and the Court finds, that all of Lender's rights with respect to existing Events of Default, if any, are preserved notwithstanding the entry of this Order.

7. Except as expressly set forth herein, the terms of the Emergency Cash Collateral Order are not altered and remain in full force and effect.

8. The terms of this Order were negotiated in good faith and at arms' length.

DATED: August 21, 2006



Honorable Jack B. Schmetterer
United States Bankruptcy Judge

WEEKLY CASH FLOW FORECAST

Faber Brothers, Inc.
Cash Forecast

Line #	Remaining Budget	8/25/2006	9/1/2006	Total
1	Opening cash balance	2,299,766	2,470,116	2,338,517
2	Sources			
3	Collection on accounts receivable	200,000	350,000	550,000
4	Collection on cash sales	25,000	150,000	175,000
5				
6				
7				
8				
9	Uses			
10	4 Payroll expense:			
11	5 Weekly payroll expense-Salary	8,000	16,500	24,500
12	6 Weekly payroll expense-Hourly	7,500	7,500	22,000
13	7 Commissions	5,000	70,000	75,000
14	8 Weekly payroll expense	20,500	94,000	121,500
15				
16	9 Administrative and General			
17	10 Rent	3,750	540	4,290
18	11 Receipts from Subtenant			0
19	12 Chief Liquidating Officer	27,500	45,000	72,500
20	13 Professional fees-Debtor:			0
21	14 Debtor Legal			0
22	15 CCC			0
23	16 Equipment Rental			225
24	17 Comp & Office Supplies			0
25	18 Utilities			5,390
26	19 Insurance-gent	200		12,206
27	20 Communications			0
28	21 Insurance group			0
29	22 Equipment repair & maintenance			1,000
30	23 Computer programming			0
31	24 Postage & EDI	200	450	6,530
32	25 Burglar alarm			0
33	26 Taxes & licenses			0
34	27 Travel			1,250
35	28 Health & sanitation			3,000
36	29 Other	2,500	2,500	5,000
37	30 Payroll on-costs			0
38	31 Payroll taxes			0
39	32 Document storage			0
40	33 Advertising			3,000
41	34 US Trustee fees			0
42				
43	35 Selling			
44	36 Salesperson travel			0
45				
46	Total Operating Expenses:	54,650	142,490	235,891
47				
48	Estimated Surplus/(Deficit)	2,470,116	2,827,626	2,827,626
49				
50				